PRINCIPAL FINANCIAL GROUP INC

Form 4 July 19, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * OKEEFE MARY A

(Last) (First) (Middle)

711 HIGH STREET

(City)

Derivative

Conversion

(Street)

DES MOINES, IA 50392

2. Issuer Name and Ticker or Trading

Symbol

PRINCIPAL FINANCIAL GROUP INC [PFG]

(Month/Day/Year) 07/15/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

> below) Sr. VP & Chief Mktg. Off.

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(State)

Execution Date, if (Month/Day/Year)

(Zip)

3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

4. Securities (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number

(Month/Day/Year) Execution Date, if

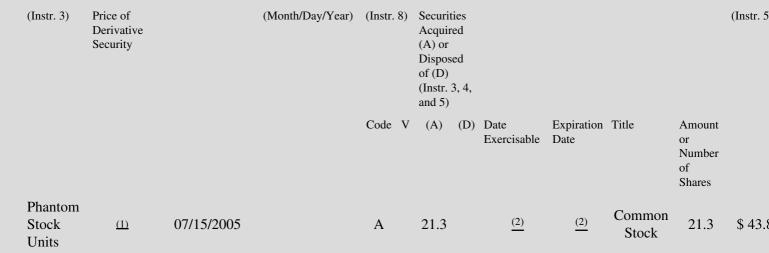
Security or Exercise any

Transactionof Code Derivative 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price Underlying Securities (Instr. 3 and 4)

Derivat Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OKEEFE MARY A 711 HIGH STREET DES MOINES, IA 50392

Sr. VP & Chief Mktg. Off.

Signatures

Joyce N. Hoffman, by Power of Attorney 07/19/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Security converts to common stock on a one-for-one basis.
- The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time (2) into another investment alternative under the Plan. Interests under the Plan will be settled upon the reporting person's retirement or other termination of service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. td style="border: solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width:1"> Common Stock03/02/2007 S 100 D \$ 65.09 42,507 D Common Stock03/02/2007 S 100 D \$ 65.1 42,407 D Common Stock03/02/2007 S 200 D \$ 65.11 42,207 D Common Stock03/02/2007 S 600 D \$ 65.12 41,607 D Common Stock03/02/2007 S 100 D \$ 65.13 41,507 D Common Stock03/02/2007 S 100 D \$ 65.14 41,407 D Common Stock03/02/2007 S 100 D \$ 65.15 41,307 D Common Stock03/02/2007 S 200 D \$ 65.16 41,107 D Common Stock03/02/2007 S 100 D \$ 65.17 41,007 D Common Stock03/02/2007 S 200 D \$ 65.18 40,807 D Common Stock03/02/2007 S 200 D \$ 65.22 40,207 D Common Stock03/02/2007 S 200 D \$ 65.22 40,207 D Common Stock03/02/2007 S 200 D \$ 65.23 40,007 D Common Stock03/02/2007 S 200 D \$ 65.22 40,207 D Common Stock03/02/2007 S 200 D \$ 65.23 40,007 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not (9-02)

Reporting Owners 2

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Derivative			Securitie	es	(Instr. 5)	Bene
	Derivative			Securities				(Instr. 3	and 4)		Owne
	Security				Acquired (A) or						Follo
											Repo
					Disposed						Trans
				of (D) (Instr. 3,						(Instr	
					4, and 5)						
									mount		
						Date	Expiration e Date	or Title Number			
						Exercisable					
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

YOUNG JOHN F 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603

Executive VP and CFO

Signatures

Scott N. Peters, Esq. Attorney in Fact for John F. Young

03/05/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Exercise and sale made pursuant to a rule 10b5-1 trading plan entered into on March 16, 2006. Shares were sold through small lots which (1) are reported as individual sales on this form and on other Form 4's being filed simultaneously because the EDGAR system will only accept 30 transactions on a single form.

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